

ITEL

IteI Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

RECORDATION NO. 15063-A Filed & Recorded

7-083A063

March 3, 1987

MAR 24 1987 3-05 PM

INTERSTATE COMMERCE COMMISSION

Under
Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Quarterly Supplement No. 1 to the Security Agreement between IteI Rail Corporation and Heller Financial, Inc.

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in five (5) counterparts, is hereby submitted for filing and recording pursuant to U.S.C. §11303(a), along with a check in the amount of \$10 covering the recordation fee.

Please record this Supplement under the Security Agreement dated September 30, 1986, between IteI Rail Corporation and Heller Financial, Inc., which was filed with the ICC on October 7, 1986, and given Recordation No. 15063.

The parties to the aforementioned instrument are listed below:

IteI Rail Corporation (Borrower)
55 Francisco Street
San Francisco, California 94133

Heller Financial, Inc. (Secured Party)
200 North LaSalle Street
Chicago, Illinois 60601

This Supplement reflects the remarking of units of equipment as set forth on Schedule A-1 attached thereto.

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the fee receipt and a letter from the ICC acknowledging this filing.

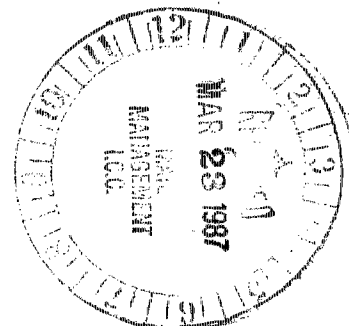
Very truly yours,

patricia schumacker

Patricia Schumacker
Legal Department

:ps

Enclosures



ICC OFFICE OF
CHIEF SECRETARY
MAR 24 3 05 PM '87
MAJOR OPERATING UNIT

QUARTERLY SUPPLEMENT NO. 1
TO THE SECURITY AGREEMENT
BETWEEN ITEL RAIL CORPORATION ("ITEL RAIL")
AND HELLER FINANCIAL, INC. ("HELLER")

RECORDATION NO. 15063-A Filed & Recorded
MAR 24 1987 3-05 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, Itel Rail and Heller are parties to a Loan and Security Agreement (the "Loan") dated as of September 30, 1986, which became effective October 7, 1986;

WHEREAS, in furtherance of the Loan, Itel Rail and Heller have entered into a Security Agreement (the "Security Agreement") dated September 30, 1986, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303(a) on October 7, 1986, and given Recordation No. 15063;

WHEREAS, the parties desire that Itel Rail file quarterly supplements to Schedule A of the Security Agreement to reflect the remarking from time to time of the Units (as defined in the Security Agreement).

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Loan and in the Security Agreement, the parties agree as follows:

1. Schedule A of the Security Agreement is hereby supplemented as set forth on Schedule A-1 attached hereto to reflect that each Unit listed beneath the column entitled "Previous Reporting Marks," respectively, has been remarked to bear the reporting marks listed beneath the column entitled "Current Reporting Marks."

HELLER FINANCIAL, INC.

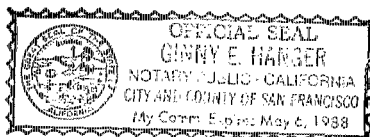
By Colleen A. Palmer
Title AVP
Date February 27, 1987

ITEL RAIL CORPORATION

By Robert Kiehn
Title Vice President, Finance
Date February 3, 1987

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss.

On the 3rd day of February, 1987 before me personally came Robert Kichair to me known, who, being by me duly sworn, did depose and say that he is the Vice President Finance of Intel Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Intel Rail Corporation; and that he signed his name thereto pursuant to like authority.



Ginny E. Hanger
Notary Public

STATE OF Illinois)
)
COUNTY OF Cook) ss.

On the 20th day of February, 1987 before me personally came Colleen A. Palmer to me known, who, being by me duly sworn, did depose and say that she is the Asst. Vice President of Heller Financial, Inc., one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of Heller Financial, Inc.; and that she signed ^{her} ~~his~~ name thereto pursuant to like authority.

Suzanne M. Lewis
Notary Public

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
10/1/85 Canadian Pacific	CLP 3061	QC 76000
Lease Agreement	CLP 3062	QC 76001
250	CLP 3064	QC 76002
	CLP 3065	QC 76003
	CLP 3066	QC 76004
	CLP 3067	QC 76005
	CLP 3068	QC 76006
	CLP 3070	QC 76007
	CLP 3071	QC 76008
	CLP 3072	QC 76009
	CLP 3073	QC 76010
	CLP 3074	QC 76011
	CLP 3075	QC 76012
	CLP 3076	QC 76013
	CLP 3077	QC 76014
	CLP 3078	QC 76015
	CLP 3079	QC 76016
	CLP 3080	QC 76017
	CLP 3081	QC 76018
	CLP 3082	QC 76019
	CLP 3083	QC 76020
	CLP 3084	QC 76021
	CLP 3085	QC 76022
	CLP 3086	QC 76023
	CLP 3087	QC 76024
	CLP 3088	QC 76025
	CLP 3089	QC 76026
	CLP 3090	QC 76027
	CLP 3091	QC 76028
	CLP 3092	QC 76029
	CLP 3093	QC 76030
	CLP 3094	QC 76031

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	CLP 3095	QC 76032
	CLP 3096	QC 76033
	CLP 3097	QC 76034
	CLP 3098	QC 76035
	CLP 3099	QC 76036
	CLP 3100	QC 76037
	CLP 3101	QC 76038
	CLP 3102	QC 76039
	CLP 3103	QC 76040
	CLP 3106	QC 76041
	CLP 3107	QC 76042
	CLP 3110	QC 76043
	CLP 3111	QC 76044
	CLP 3113	QC 76045
	CLP 3115	QC 76046
	CLP 3117	QC 76047*
	CLP 3118	QC 76048
	CLP 3120	QC 76049
	CLP 3121	QC 76050
	CLP 3123	QC 76051
	CLP 3124	QC 76052
	CLP 3125	QC 76053
	CLP 3126	QC 76054
	CLP 3127	QC 76055
	CLP 3128	QC 76056
	CLP 3129	QC 76057
	CLP 3133	QC 76058
	CLP 3136	QC 76059
	CLP 3137	QC 76060
	CLP 3138	QC 76061
	CLP 3139	QC 76062
	CLP 3140	QC 76063

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	CLP 3142	QC 76064
	CLP 3143	QC 76065
	CLP 3144	QC 76066
	CLP 3147	QC 76067
	CLP 3148	QC 76068
	CLP 3149	QC 76069
	CLP 3150	QC 76070
	CLP 3153	QC 76071
	CLP 3156	QC 76072
	CLP 3157	QC 76073
	CLP 3159	QC 76074
	CLP 3162	QC 76075
	CLP 3165	QC 76076
	CLP 3166	QC 76077
	CLP 3167	QC 76078
	CLP 3168	QC 76079
	CLP 3169	QC 76080
	CLP 3171	QC 76081
	CLP 3172	QC 76082
	CLP 3174	QC 76083
	CLP 3176	QC 76084
	CLP 3177	QC 76085
	CLP 3182	QC 76086
	CLP 3183	QC 76087
	CLP 3184	QC 76088
	CLP 3187	QC 76089
	CLP 3188	QC 76090
	CLP 3190	QC 76091
	CLP 3192	QC 76092
	CLP 3193	QC 76093
	CLP 3194	QC 76094
	CLP 3196	QC 76095

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	CLP 3199	QC 76096
	CLP 3200	QC 76097
	CLP 3201	QC 76098
	CLP 3202	QC 76099
	CLP 3203	QC 76100
	CLP 3204	QC 76101
	CLP 3205	QC 76102*
	CLP 3206	QC 76103
	CLP 3207	QC 76104
	CLP 3208	QC 76105
	CLP 3210	QC 76106
	CLP 3211	QC 76107
	CLP 3212	QC 76108
	CLP 3213	QC 76109
	CLP 3214	QC 76110
	CLP 3215	QC 76111
	CLP 3216	QC 76112
	CLP 3217	QC 76113
	CLP 3218	QC 76114
	CLP 3219	QC 76115*
	CLP 3220	QC 76116
	CLP 3221	QC 76117
	CLP 3222	QC 76118
	CLP 3223	QC 76119
	CLP 3224	QC 76120
	CLP 3225	QC 76121
	CLP 3226	QC 76122
	CLP 3227	QC 76123
	CLP 3228	QC 76124
	CLP 3229	QC 76125
	CLP 3230	QC 76126
	CLP 3231	QC 76127

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	CLP 3232	QC 76128
	CLP 3233	QC 76129
	CLP 3234	QC 76130
	CLP 3235	QC 76131
	CLP 3236	QC 76132
	CLP 3237	QC 76133
	CLP 3238	QC 76134
	CLP 3239	QC 76135
	CLP 3240	QC 76136
	CLP 3241	QC 76137
	CLP 3242	QC 76138
	CLP 3243	QC 76139
	CLP 3244	QC 76140
	CLP 3245	QC 76141
	CLP 3246	QC 76142
	CLP 3247	QC 76143
	CLP 3248	QC 76144
	CLP 3249	QC 76145
	CLP 3250	QC 76146
	CLP 3251	QC 76147
	CLP 3252	QC 76148
	CLP 3253	QC 76149
	CLP 3254	QC 76150
	CLP 3255	QC 76151
	CLP 3256	QC 76152
	CLP 3257	QC 76153
	CLP 3258	QC 76154
	CLP 3259	QC 76155
	CLP 3260	QC 76156
	VTR 3501	QC 76257
	VTR 3502	QC 76258
	VTR 3503	QC 76259

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	VTR 3504	QC 76260
	VTR 3505	QC 76261
	VTR 3506	QC 76262
	VTR 3507	QC 76263
	VTR 3509	QC 76264
	VTR 3510	QC 76265
	VTR 3511	QC 76266
	VTR 3512	QC 76267
	VTR 3513	QC 76268
	VTR 3514	QC 76269
	VTR 3515	QC 76270
	VTR 3516	QC 76271
	VTR 3517	QC 76272
	VTR 3518	QC 76273
	VTR 3519	QC 76274
	VTR 3520	QC 76275
	VTR 3521	QC 76276
	VTR 3522	QC 76277
	VTR 3523	QC 76278
	VTR 3524	QC 76279
	VTR 3525	QC 76280
	VTR 3526	QC 76281
	VTR 3527	QC 76282
	VTR 3528	QC 76283
	VTR 3529	QC 76284
	VTR 3530	QC 76285
	VTR 3531	QC 76286
	VTR 3532	QC 76287
	VTR 3533	QC 76288
	VTR 3534	QC 76289
	VTR 3535	QC 76290
	VTR 3536	QC 76291

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENTQuarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	VTR 3537	QC 76292
	VTR 3538	QC 76293
	VTR 3539	QC 76294
	VTR 3540	QC 76295
	VTR 3541	QC 76296
	VTR 3542	QC 76297
	VTR 3543	QC 76298
	VTR 3544	QC 76299
	VTR 3545	QC 76300
	VTR 3546	QC 76301
	VTR 3547	QC 76302
	VTR 3548	QC 76303
	VTR 3549	QC 76304
	VTR 3550	QC 76305
	NOPB 3101	QC 76306
	NOPB 3102	QC 76307
	NOPB 3142	QC 76308
	NOPB 3158	QC 76309
	NOPB 3187	QC 76310
	NOPB 3191	QC 76311
	NOPB 3192	QC 76312
	NOPB 3196	QC 76313*
	NOPB 3199	QC 76314
	NOPB 3205	QC 76315
	NOPB 3215	QC 76316
	NOPB 3224	QC 76317
	NOPB 3233	QC 76318
	NOPB 3234	QC 76319
	NOPB 3244	QC 76320
	NOPB 3259	QC 76321
	NOPB 3289	QC 76322
	NOPB 3290	QC 76323

EXHIBIT A-1

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
Quarter ending December 31, 1986

<u>(Sub)Lease/Units</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
	NOPB 3128	QC 76324
	NOPB 3152	QC 76325
	NOPB 3153	QC 76326
	NOPB 3156	QC 76327
	NOPB 3162	QC 76328
	NOPB 3168	QC 76329
	NOPB 3182	QC 76330
	NOPB 3202	QC 76331
	NOPB 3210	QC 76332
	NOPB 3218	QC 76333
	NOPB 3221	QC 76334
	NOPB 3229	QC 76335
	NOPB 3231	QC 76336
	NOPB 3232	QC 76337
	NOPB 3237	QC 76338
	NOPB 3238	QC 76339
	NOPB 3246	QC 76340
	NOPB 3248	QC 76341
	NOPB 3250	QC 76342
	NOPB 3251	QC 76343
	NOPB 3261	QC 76344
	NOPB 3273	QC 76345
	NOPB 3282	QC 76346
	NOPB 3286	QC 76347
	NOPB 3288	QC 76348
	NOPB 3294	QC 76349

* destroyed cars

ITEL RAIL CORPORATION

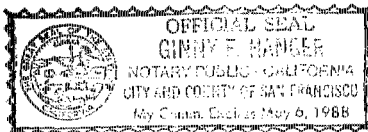
By: Robert Kiedule
Authorized Officer

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

ss.

On the 3rd day of February, 1987 before me personally came Robert Kiehne to me known, who, being by me duly sworn, did depose and say that he is the Vice President Finance of IT&I Rail Corporation, one of the parties described in and which executed the above instrument; that the execution of the above instrument was duly authorized by the board of directors of IT&I Rail Corporation; and that he signed his name thereto pursuant to like authority.



Ginny E. Hancock
Notary Public